

EXHIBIT A

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Liaison Counsel for Lead Plaintiff

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

)
KAREN M. BAUER, Individually and on) Civil Action No. 09-1120-JLL
Behalf of All Others Similarly Situated,)
)
Plaintiff,)
vs.)
)
PRUDENTIAL FINANCIAL, INC., et al.)
)
Defendants.)
)

**[PROPOSED] ORDER AWARDING ATTORNEYS'
FEES AND REIMBURSEMENT OF COSTS AND EXPENSES**

This matter having come before the Court on November 14, 2011, on the Motion by Class Counsel for Award of Attorneys' Fees and Reimbursement of Costs and Expenses, the Court, having considered all papers filed and proceedings conducted herein, having found the settlement of this litigation to be fair, reasonable, and adequate, and otherwise being fully informed in the premises and good cause appearing therefore;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. The Court hereby awards attorneys' fees in the amount of ____% of the Settlement Fund, plus reimbursement of costs and expenses in the amount of \$_____, together with the interest earned thereon for the same period and at the same rate as that earned on the Settlement Fund until paid. The Court finds that the amount of fees, costs and expenses awarded is fair and reasonable.

2. The awarded fees, costs and expenses shall be allocated by Lead Counsel among Class Counsel in a manner which reflects each such counsel's contribution to the institution, prosecution and resolution of the above-captioned litigation.

SO ORDERED this ____ day of _____, 2011.

Honorable Jose L. Linares, U.S.D.J.